

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

_____)	
CYCLE-CRAFT CO., INC.)	
d/b/a BOSTON HARLEY-DAVIDSON/BUELL,)	
)	
Plaintiff,)	
v.)	CIVIL ACTION
)	NO. 04 11402 NMG
HARLEY-DAVIDSON MOTOR COMPANY, INC.)	
and BUELL DISTRIBUTION COMPANY, LLC,)	
)	
Defendants.)	
_____)	

AFFIDAVIT OF WILLIAM N. BERKOWITZ

I, William N. Berkowitz, hereby swear and depose as follows:

1. I am an attorney with the law firm of Bingham McCutchen LLP, counsel to the defendants, Harley-Davidson Motor Company, Inc. ("Harley-Davidson") and Buell Distribution Company, LLC ("Buell").

2. I submit this affidavit in support of Defendants' Motion for Summary Judgment.

3. On August 18, 2005, plaintiff informed the defendants that it wanted to voluntarily terminate its Buell Motorcycle Dealer Contract effective May 1, 2005. Attached hereto as Exhibit 1 is a true and correct copy of a letter from Ronald Buchbaum, General Manager of Boston Harley-Davidson, to Dealer Development.

4. On August 26, 2005, Mr. Buchbaum, on behalf of the plaintiff, confirmed that (i) plaintiff wanted to voluntarily terminate its Buell Motorcycle Dealer Contract and (ii) the effective date of the termination is immediate and retroactive to May 1, 2005. Attached hereto as Exhibit 2 is a true and correct copy of an email from Ronald Buchbaum to Laura Breeden responding to an email sent by Ms. Breeden.

Signed under the penalties of perjury this 13th day of October 2005.

/s/ William N. Berkowitz
William N. Berkowitz